

Exhibit 2

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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:  
In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
:  
----- x

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF )  
 ) ss:  
COUNTY OF )

Robert L. Solt, III, being duly sworn, deposes and says:

1. I am a principal of Bugbee & Conkle, LLP ("Bugbee & Conkle") which firm maintains offices at 405 Madison Avenue, Toledo, Ohio 43604.

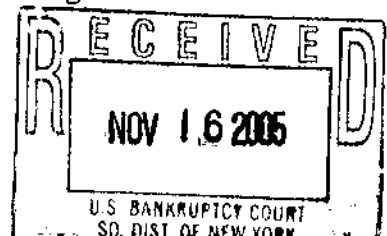
2. Neither I, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. Bugbee & Conkle has represented and advised the Debtors with respect to a broad range of legal matters involving Ohio Workers' Compensation matters.

4. The Debtors have requested, and Bugbee & Conkle has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Bugbee & Conkle proposes, to render the following services to the Debtors:

Legal services related to Ohio Workers' Compensation matters.

5. Bugbee & Conkle's current fees arrangement is for billing to occur within 30 days of work being performed and payment to be reviewed within 30 days of billing.



6. Except as set forth herein, no promises have been received by Bugbee & Conkle or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

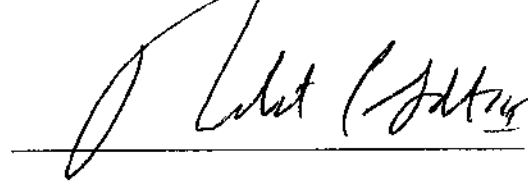
7. Bugbee & Conkle has no agreement with any entity to share with such entity any compensation received by Bugbee & Conkle.

8. Bugbee & Conkle and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Bugbee & Conkle does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, Bugbee & Conkle, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Bugbee & Conkle is to be engaged.

10. The foregoing constitutes the statement of Bugbee & Conkle pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFLIANT SAYETH NOT



Subscribed and sworn before me  
this 14<sup>th</sup> day of NOVEMBER, 2005



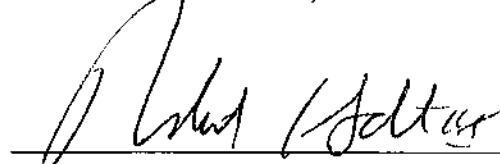
Notary Public

ROBERT P. KLINE, Attorney at Law  
Notary Public - State of Ohio  
My Commission Has No Expiration Date  
Section 147.03 R. C.

## Certificate of Service

This is to certify that copies of Exhibit 2 have been served on each Ordinary Course Professional and on (a) the Debtors, at Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Attn: General Counsel), (b) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Attn: John Wm. Butler, Jr., Esq.), (c) the U.S. Trustee, 33 Whitehall Street, Suite 2100, New York, New York 10044 (Attn: Alicia M. Leonhard, Esq.), (e) counsel to the Creditors' Committee, Latham & Watkins, 885 Third Avenue, New York, New York 10022 (Attn: Mark A. Broude, Esq.), (f) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Attn: Marissa Wesley, Esq.), (g) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017 (Attn: Marlane Melican, Esq.), and (h) the Fee Committee, to the extent not duplicative of the foregoing list (collectively, the "Interested Parties"), an Affidavit of Legal Ordinary Course Professional, substantially in the form of the affidavit attached as Exhibit 2, on this 14<sup>th</sup> day of November, 2005.

BUGBEE & CONKLE, LLP

A handwritten signature in black ink, appearing to read "Robert L. Solt, III", is written over a horizontal line.

Robert L. Solt, III

Bugbee & Conkle, LLP

Attorney for Delphi Automotive Systems, Inc.

LAW OFFICES OF  
**BUGBEE & CONKLE, LLP**

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OF COUNSEL

HARRY S. BUGBEE  
1895-1982

November 14, 2005

US Bankruptcy Court  
Delphi Corporation Claim Docketing Center  
Bowling Green Station, PO Box 5058  
New York, NY 10274-5058

Re: Delphi Corporation, et al.  
Case No. 05-44481-RDD

Ladies and Gentlemen:

Enclosed for filing are the original and four copies of an Affidavit of Ordinary Course Professional for the above-referenced action. Please return a filed-stamped copy in the enclosed envelope.

Of course, if you have any questions, please contact us.

Very truly yours,



Robert L. Solt, III  
Bugbee & Conkle, LLP

RLS/mrr  
Enclosures

